

ABM INDUSTRIES INC /DE/
Form 4
April 13, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
McConnell Sarah H

2. Issuer Name and Ticker or Trading Symbol
ABM INDUSTRIES INC /DE/
[ABM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
551 FIFTH AVENUE, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/10/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/GEN. COUNSEL/CORP. SECTY.

NEW YORK, NY 10176

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/10/2015		M	5,620	A \$ 21.2	57,417	D
Common Stock	04/10/2015		S	4,800	D \$ 32.0448 (1)	52,617	D
Common Stock	04/13/2015		M	4,380	A \$ 21.2	56,997	D
Common Stock	04/13/2015		S	3,730	D \$ 32.0965 (2)	53,267 (3)	D

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Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1 of this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.00 to \$32.2125, inclusive. The reporting person undertakes to provide to ABM Industries Incorporated, any security holder of ABM Industries Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 2 of this Form 4.

- (2) Includes 12,587 unvested RSUs, 20,671 vested RSUs, the receipt of which has been deferred, and DERS relating to the RSUs, 2,489 performance shares earned but not vested with respect to performance shares granted on 1/14/2013, 1,478 performance shares earned but not vested with respect to performance shares granted on 1/14/2014, and DERs related thereto.
- (3) Stock options granted under the 2006 Equity Incentive Plan.
- (4) 100% exercisable on the fifth anniversary of grant date.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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